UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF RHODE ISLAND

GEORGE GUINDON, et al.,	:	
Plaintiffs,	:	
v.	:	C.A. No. 03-335-L
	:	(Jury Trial Demanded)
AMERICAN FOAM CORP., et al.,	:	
Defendants.	:	

ANSWER OF DEFENDANTS PAUL WOOLNOUGH, MANIC MUSIC MANAGEMENT, INC. AND KNIGHT RECORDS, INC. TO PLAINTIFFS' NOTICE OF ADOPTION OF THIRD AMENDED MASTER COMPLAINT

Pursuant to paragraph 4 of the Court's Consent Order entered in the *Gray* Litigation on February 2, 2006 and in response to Plaintiffs' Notice of Adoption of Third Amended Master Complaint, Defendants Paul Woolnough ("Woolnough"), Manic Music Management, Inc. ("Manic Music") and Knight Records, Inc. ("Knight Records") adopt and incorporate herein (1) their Answer to the *Gray* Plaintiffs' First Amended Master Complaint[1] and (2) their Answer to Plaintiffs' Notice of Adoption of the First Amended Master Complaint and Pro Forma Complaint,[2] including their affirmative defenses and jury trial demand.

Additionally, on March 17, 2006, Woolnough, Manic Music and Knight Records filed their Answer to the *Gray* Plaintiffs' Third Amended Master Complaint, which is adopted and incorporated herein.

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1 *See* Docket Entry No. 271 in *Gray* (04-312-L).

2 *See* Docket Entry No. 207 in this litigation.

SUPPLEMENTAL AFFIRMATIVE DEFENSE

In addition to their previously stated affirmative defenses, Woolnough, Manic Music and Knight Records specifically assert that Plaintiffs failed to file in this action a timely Notice of Adoption of the *Gray* Plaintiffs' Third Amended Master Complaint prior to the expiration of the statute of limitations.

WHEREFORE, Defendants Paul Woolnough, Manic Music Management, Inc. and Knight Records, Inc. respectfully request that:

A. All claims within the scope of Plaintiffs' Notice of Adoption of Third Amended Master Complaint be dismissed with prejudice as to them;

B. Plaintiffs' demands for relief against them be denied in every respect; and

C. the Court grant such other and further relief as may be just, proper and equitable.

PAUL WOOLNOUGH,
MANIC MUSIC MANAGEMENT, INC. and
KNIGHT RECORDS, INC.

By Their Attorneys,
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Dated: March 17, 2006

CERTIFICATE OF SERVICE

I hereby certify that on the 17th day of March, 2006, I served a copy of the within Answer to Plaintiffs' Notice of Adoption of Third Amended Master Complaint via e-mail to all counsel of record listed on the attached service list.

Steven M. [signature]

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